



# Organisational, Management and Control Model\*

Pursuant to Legislative Decree no. 231/2001

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\* This Document is a free English translation of the Italian text, drafted solely for the purposes of sharing it with foreign stakeholders. The Italian version of this document is the only original and valid text, duly approved by the Management Board; in the event of any differences or discrepancies between the Italian version and the English translation, the Italian version shall in any case prevail.

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# 1. LEGAL FRAMEWORK

## 1.1 CORPORATE LIABILITY REGIME

Legislative Decree no. 231/2001, dated 8 June 2001 (hereinafter the “Decree”), containing “Provisions governing administrative liability of legal entities, companies and associations, including those without legal status”, was introduced to ensure that Italian legislation regulating the liability of legal entities complies with the International Conventions previously signed by the Italian State.

The Decree introduced an Administrative Liability regime imposed on Legal Entities when certain specific offences are committed in their interests or to their advantage by:

- Persons who carry out the function of representatives, managers or executive officers of the entities or of other organisational units endowed with financial and functional independence, or persons who exercise, even only *de facto*, the management and control of such entities (so-called “top positions”);
- Persons subject to the direction or supervision of one of the above.

The liability of the Legal Entity comes in addition to, and does not substitute, the liability of the natural person who physically committed the unlawful act, which is governed by criminal law.

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### 1.1.1 CATEGORIES OF OFFENCES

Not all offences committed by persons holding “top positions” entail the liability of the Legal Entity; the Decree only considers certain specific categories to be materially relevant.

Not all offences committed by persons holding “top positions”, or subject to the direction or supervision of such persons, entail the liability of the Legal Entity. Only specific categories of offences are identified as relevant, divided into the following areas:

- Offences against the Public Administration;
- Computer crimes and unlawful data processing;
- Organised crime;
- Crimes of counterfeiting money, public credit papers, revenue stamps and identification instruments or signs;
- Crimes against industry and commerce;
- Corporate crimes;
- Crimes committed for the purposes of terrorism or subversion of democratic order;
- Crimes of mutilation of female genital organs;
- Offences against individual personality;
- Crimes and administrative offences of market abuse;

- Crimes of manslaughter and serious or very serious negligent personal injury committed in breach of occupational health and safety legislation;
- Offences of receiving stolen goods, money laundering and using money or other benefits of unlawful origin as well as self-laundering;
- Offences related to violation of copyright;
- Obstruction of justice;
- Environmental offences;
- Transnational offences;
- Employment of third-country nationals whose stay is irregular;
- Racism and xenophobia;
- Sports fraud;
- Tax offences.

The above list is prepared and updated according to the regulations in force at the time of approval of the current version of the Model. Nooter/Eriksen S.r.l., by means of the Supervising Body, updates the list of offences that are materially relevant under the Decree (see Annex 1).

Certain categories of offence, whilst not included in the list of relevant offences for the purposes of the application of the sanctions provided for by the Decree, may be a prerequisite for the commission of one of the offences referred to in the Decree (e.g. tax offences) and must therefore be taken into account in Risk Assessment activity.

Depending on how each predicate offence is committed and the typical activities carried out by the Company, not all predicate offences indicated in the Decree are relevant to Nooter/Eriksen S.r.l., but only those indicated in the specific document "Crime map: categories and cases".

## **1.2 SANCTIONS**

If one of the individuals set forth in article 5 of the Decree commits one of the crimes indicated in the previous paragraph to the advantage of the Legal Entity, the Legal Entity (hereinafter the "Corporation") may be subject to weighty sanctions.

Pursuant to article 9, sanctions can be classified as follows:

- I. Pecuniary sanctions;
- II. Disqualifying sanctions;
- III. Forfeiture;
- IV. Publication of the judgment.

In general terms, it is worth noting that the establishment of corporate liability, the definition of the duration of disqualification and the amount of the pecuniary sanction fall within the jurisdiction of the criminal court responsible for the proceedings involving the offences on which the corporate liability depends.

The Corporation is considered liable for the offences listed at article 24 *et seq.* (with the exception of the cases referred to in article 25-*septies* and the special legislation which supplements the Decree) even if these offences have been only attempted. In these cases, however, pecuniary and disqualifying sanctions are reduced by an amount ranging from a third to half.

Pursuant to article 26 of the Decree, the Corporation is not held liable when it willingly prevents the performance of the criminal act or the occurrence of the event.

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### 1.2.1 PECUNIARY SANCTIONS

Pecuniary sanctions are regulated by articles 10, 11 e 12 of the Decree and apply in all cases in which corporate liability is recognized. Pecuniary sanctions are applied in “quotas”, no less than 100 and no more than 1000, while the amount of each quota ranges:

- from a minimum of € 258.23
- to a maximum of € 1,549.37.

Therefore, the total amount of the sanction ranges:

- from a minimum of € 25,823 (258.23 € \*100 quotas)
- to a maximum of € 1,549.370 (1,549.37 € \*1000 quotas).

The Court determines the number of quotas based on factors set forth in article 11, paragraph 1, whilst the amount of each “quota” is established based on the economic and patrimonial situation of the Corporation involved.

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### 1.2.2 DISQUALIFYING SANCTIONS

Disqualifying sanctions, set forth in article 9, paragraph 2 of the Decree, apply only in the circumstances mentioned in the aforementioned provision and only to certain offences, and are:

- a) A temporary or permanent ban on carrying out business activities;
- b) The suspension or revocation of the permits, licenses and concessions instrumental to committing the offence;
- c) A ban on dealing with the public administration except to obtain public services;
- d) Exclusion from the provision of special loans, financial aids, grants and subsidies, and possible revocation of any previously granted;
- e) A temporary or permanent ban on advertising goods and services.

As for pecuniary sanctions, the type and duration of disqualifying sanctions is determined by the Court, based on the factors set out in article 14 of the Decree. In any case, disqualifying sanctions have a minimum duration of three months and a maximum duration of two years. An exception is made for disqualification sanctions foreseen for the offences of bribery, extortion, undue induction to give or promise benefits and incitement to bribery, for which Law No. 3/2019 (so-called “*spazzacorrotti*”) foresees a duration ranging, depending on the case, from a minimum of two years to a maximum of seven.

Disqualifying sanctions can be applied both at the end of the trial, and therefore when liability has been established, and as a precautionary measure, when:

- There is reason to believe that the Corporation is liable for the crime committed;
- There is well-grounded and specific evidence of a real risk that other crimes of the same nature may be committed;
- The Corporation benefited to a large extent from the crime.

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### 1.2.3 FORFEITURE

Forfeiture of the price or profit of the crime is a compulsory sanction that derives from conviction (article 19).

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### 1.2.4 PUBLICATION OF THE JUDGMENT

Publication of the judgment is a potential sanction and presumes the application of a disqualifying sanction (article 18).

For the sake of completeness, please note that, pursuant to the Decree, the Court can also impose interim measures, such as:

- a) Seizure of the goods for which forfeiture is permitted (article 53);
- b) Cautionary seizure of the Corporation's movable and immovable goods, when there are reasonable grounds to believe that the guarantees for the payment of the pecuniary sanction, the costs of the proceedings or other sums due to the State are either lacking or dispersed (article 54).

## 1.3 OFFENCES COMMITTED ABROAD

Article 4 of the Decree governs offences committed abroad. It foresees that organisations with their head offices in Italy are also liable for offences committed abroad, in the cases and under the conditions provided for in Articles 7 to 10 of the Criminal Code, provided the State where the offence has been committed is not taking legal action against them.

The Corporation is therefore liable for prosecution when:

- Its head office is in Italy, i.e., the actual place where administrative and management activities are carried out, which may be different from the place where the company or registered office is located (entities with legal status), or the place where the activity is carried out on a continuous basis (entities without legal status);
- The State where the offence was committed is not taking legal action against the Corporation;
- The request from the Minister of Justice, to which punishment may be subordinated, also refers to the Corporation itself.

These regulations concern **offences committed entirely abroad** by top-level management or their subordinates.

With regards to the scope of application of the provision in question, any Corporation established abroad in accordance with the provisions of its domestic legislation, but which has its headquarters or main purpose in Italy, is subject to Italian law, and therefore also to the 231 Decree.

This raises the question of recognition by the Italian legal system of the exempting effect of organisational models adopted based on foreign laws. These models may be considered suitable for exemption when they meet the requirements of Decree 231 and are effectively implemented.

Article 10 of Law no. 146/2006, which ratified the United Nations Convention and Protocols against transnational organised crime adopted by the General Assembly on 15 November 2000 and 31 May 2001, foresees the liability of corporations for certain transnational offences, such as criminal association, including mafia-type criminal association, association for the purpose of drug trafficking and migrant trafficking.

In order for a criminal offence to be classified as a "**transnational crime**", certain conditions indicated by the legislator must be met. In particular:

1. Commission of the offence must involve an organised criminal group;
2. The offence must be subject to a maximum term of imprisonment of no less than four years;
3. The unlawful conduct must be either:
  - committed in more than one State
  - committed in one State but having substantial effects in another State;
  - committed in one State, but with a substantial part of its preparation or planning or direction and control taking place in another State;
  - committed in one State but with the involvement of an organised criminal group engaged in criminal activities in more than one State.

## 1.4 THE PERPETRATORS

Corporate liability arises solely when the Offences are committed in the interests or to the advantage of the Corporation by:

- Natural persons who carry out the function of legal representatives, directors, or general managers of the entities or of other organisational units endowed with financial and functional independence, or persons who exercise, even only *de facto*, the management and control of such entities (so-called "top positions"; article 5, comma 1, letter a);
- Natural persons who are subject to the direction or supervision of one of the individuals in top positions (so-called "subordinate subjects"; article 5, comma 1, letter b).

The Decree (article 5, paragraph 2) expressly establishes that the Corporation cannot be held liable if the persons acted in their own interests or those of third parties.

When the offence is committed by subordinate subjects, the Corporation will not be held liable if it proves that the failure to comply with the obligations of management or supervision did not contribute to the commission of the offence.



## 1.5 LIABILITY OF THE CORPORATION

The law expressly states that the administrative liability of the Corporation arises only when certain types of offences are committed by persons with specific links to the Corporation and only if such offences are committed in the interests or to the advantage of the Corporation.

It therefore follows that such liability arises not only when the offence determines an economic or non-economic advantage for the Corporation, but also when, even in the absence of an actual economic advantage, the interests of the Corporation led to the offence.

The interest or advantage is not necessarily of an economic nature.

Above mentioned paragraph 2 of article 5 sets the limits of corporate liability, thereby excluding the cases in which the offence is committed in the sole interests of the perpetrator or in the interests of third parties, even if the Corporation has benefitted from it. The provision should be read in conjunction with article 12, paragraph 1, letter a), which foresees a reduction in the pecuniary sanction when *“the perpetrator committed the offence in his or her own interests or in the interests of third parties and the Corporation did not benefit or benefitted only to a negligible extent from it”*.

If the person acted in his or her own interests and in the interests of the Corporation, the Corporation can be sanctioned.

Where the interests of the perpetrator prevail over the interests of the Corporation, the sanction may be reduced, on the condition that the Corporation did not benefit or benefitted only to a negligible extent from the offence.

Finally, in cases where the perpetrator pursued only his or her own interests or those of third parties, the Corporation cannot be held liable, notwithstanding the advantage obtained.

## 1.6 EXEMPTIONS

Articles 6 and 7 of the Decree establish cases of exemption from liability. In particular, article 6, paragraph 1 foresees that when offences are committed by individuals holding “top positions”, the Corporation is not held liable if it can be demonstrated that:

- a) Prior to commission of the offence, the Corporation adopted and implemented an Organisational, Management and Control Model (hereinafter the ‘Model’) capable of preventing offences similar to the one committed;
- b) The Corporation appointed a Body, independent and vested with autonomous powers, to supervise the functioning of and compliance with the Model and ensured its update (hereinafter, also the “Supervisory Body” or the “Body”);
- c) The offence was committed by fraudulently disregarding the Model;
- d) There is no evidence to suggest a failure of or insufficient control by the Supervisory Body.

The content of the Model is established at article 6, paragraph 2, which foresees that the Corporation must:

- Identify the activities within which offences may be committed;
- Introduce specific protocols aimed at planning the formation and implementation of the Corporation's decisions in relation to the offences to be prevented;
- Identify methods of managing financial resources aimed at preventing these offences;

## ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

- Establish disclosure duties towards the Supervisory Body;
- Adopt a disciplinary system to sanction non-compliance with the measures indicated in the Model.

The Corporation will only be held liable if the offence was made possible by the failure to comply with the duties of control and supervision.

Subsequent paragraphs 3 and 4 of article 6 introduce two principles that appear decisive for the purposes of exempting the Corporation from liability. In particular, they foresee that:

- The Model must provide appropriate measures to guarantee the carrying out of the activity in compliance with the law, and to rapidly detect situations of risk, taking into account the type of activity carried out, as well as the nature and the size of the Corporation;
- Effective implementation of the Model requires regular tests and amendments if significant breaches of legal provisions are detected or if important changes in the law or in the corporate structure occur; it is also important that an appropriate disciplinary system is put in place.

From a formal point of view, therefore, the adoption and the effective implementation of a Model is not an obligation, but only an option.

The Corporation may decide not to comply with the provisions of the Decree in this respect without incurring in sanctions. However, the adoption and the effective implementation of an appropriate Model is an essential prerequisite to benefit from the exemption foreseen by the law.

## 2. APPLICATION OF THE DECREE

### 2.1 ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

Nooter/Eriksen S.r.l. deems the adoption of an Organisational, Management and Control Model (hereinafter the “Model”) which meets the requirements of the Decree to be compliant with its company policy. In line with this, the company has also implemented an appropriate system of risk assessment, as envisaged by the Decree.

In 2006 Nooter/Eriksen S.r.l. implemented:

- A Business Code of Ethics;
- A Model based on the Guidelines of the general confederation of Italian industry (Confindustria);
- A Supervisory Body.

The Model was approved by the Board of Directors by means of a resolution passed on 23 October 2006, with a written opinion from the directors.

In 2007 the Model was reviewed to extend the mandate of the Supervisory Body, in compliance with the requirements of “*continuity in its action and independence*”, and to include the breach of occupational health and safety laws in the list of offences. The review was approved by the Board of Directors with a resolution dated 5 December 2007.

As well as ensuring compliance with the law, the implementation of the Model has also been a valid tool for:

- Adoption of a clear organisational structure;
- Identification of new areas of risk and new sensitive activities;
- Definition of appropriate protocols of prevention;
- Raising awareness in all those who work in the name and on behalf of Nooter/Eriksen S.r.l. towards the adoption of fair and transparent conduct.

In 2010 Nooter/Eriksen S.r.l. updated and issued a new edition of the Model aimed at:

- Bringing it into line with organisational developments within the company;
- Including new types of offence foreseen by the Decree;
- Integrating it with a risk assessment procedure;
- Integrating it with other business management tools, such as the Quality Management System (ISO 9001), Health and Safety Management System (OHSAS 18001) and Environmental Management System (ISO 14001);
- Building on the experience gained over the years thanks to the application of the Model and the work of the Supervisory Body.

Over time, Nooter/Eriksen S.r.l. has carried out periodical checks on the adequacy of the Model and its updates with respect to changes in legislation and has not deemed it necessary to proceed with any further reviews and/or updates as a result of these checks.

In 2020 Nooter/Eriksen S.r.l. further reviewed and reissued the Model in order to:

- Bring it into line with developments in the organisational and business context;
- Include the "Anti-Corruption Code" adopted in 2016;
- Bring it into line with most recent case law and legal interpretations, including the latest updates of Confindustria's Guidelines.

This work provided an opportunity to update the risk assessment:

- Extending it to include the most recently introduced predicate offences;
- Checking the adequacy and timeliness of the measures in place;
- Introducing standardised assessment methodologies as indicated in ISO 310001: 'Risk Management. Principles and guidelines'.

## **2.2 MODEL STRUCTURE**

The Model is made up of:

- A Code of Ethics;
- An Anti-Corruption Code;
- A System of Delegation of Corporate Powers;
- A System of risk analysis and management of sensitive activities;
- A Supervisory Body;
- A System of Sanctions.

The Model may contain annexes such as the "List and Classification of Offences foreseen by the Decree", the "List of Protocols of Prevention"; the annexes are managed by the Supervisory Body and their update does not require the revision of the Model.

The Model also includes several Protocols of Prevention of Offences (hereinafter the "Protocols of Prevention" or the "Protocols"), drawn up in relation to the areas at risk, sensitive activities and types of offence that may be committed as a result of the activities carried out. These Protocols are edited in accordance with a standard protocol described in paragraph 5.2.1 of this Model.

## **2.3 INTRODUCTION, APPLICATION AND UPDATING**

The introduction of the Model and Code of Ethics falls within the competence of the Board of Directors of Nooter/Eriksen S.r.l., which approves the Model by means of a resolution.

The Board of Directors delegates to the Managing Director the task of implementation of the Model, Code of Ethics and Anti-Corruption Code, ensuring that the Model is constantly updated and that internal provisions and business processes are implemented in compliance with the principles of control.

Any subsequent review or integration must be approved by the Board of Directors; however the Managing Directors and Chairman of the Board may adopt formal amendments and integrations.

A review of the Model and Codes may be proposed by the Supervisory Body, which:

- Collects and authorises the amendments proposed by the Managing Director and by other persons holding “top positions”;
- Identifies any necessary updates to the provisions of the Decree;
- Defines updates to the sensitive activities;
- Evaluates the impact of organisational and procedural changes on the Model.

A review of the Protocols of Prevention can be proposed by any responsible subject involved in the sensitive area/activity; it is validated by the Supervisory Body which checks its compliance with the Model and appropriateness for the prevention of offences; it is approved by the Managing Director.

## 2.4 MODEL RECIPIENTS

Pursuant to article 6 of the Decree, the provisions of the Model apply to the Corporate Bodies, Employees and Suppliers.

The provisions of the Model for Collaborators, including agents and consultants, are compulsory and binding and any breaches of the provisions of the Model shall be notified within the terms and according to the procedures indicated below.

## 2.5 TRAINING, COMMUNICATION AND INFORMATION

In compliance with the provisions of the Decree, and in order to effectively implement the Model, Nooter/Eriksen S.r.l. has defined and keeps updated a specific communication and training program aimed at ensuring that the principles and rules contained in the Model are widely distributed. This program is managed by the Human Resources Manager in collaboration with the Supervisory Body.

With regards to *information*, it is established that:

- The General Part of the Model, the Code of Ethics and the Anti-Corruption Code are published on the company's website and delivered to all workers, collaborators, including consultants, agents and suppliers;
- The Protocols of Prevention are delivered to the Recipients, i.e. to the identified corporate functions involved in the management of the Sensitive Activity, and are made available on the company's intranet.

As far as *training* is concerned, Nooter/Eriksen S.r.l. has provided specific training activity concerning, in general, the corporate liability regime (and therefore the consequences for the company deriving from the possible commission of offences by individuals acting on its behalf), the essential features of the offences regulated by the Decree and, more specifically, the provisions contained in the Model and the procedures described in the Protocols of Prevention.

This activity is structured in relation to the roles, functions and responsibilities attributed to the individual Recipients, as well as the level of risk of the area of activity or business process in which they work. Depending on the case, the activity may consist of classroom courses and/or distribution of training material. For those who work within “*activities at risk*” and “*sensitive processes*”, as identified in the Protocols of Prevention, targeted meetings are arranged, aimed at describing the operating procedures associated with the daily activities carried out in the areas considered to be at risk and with the individual processes functional to the commission of a crime.

All training activities are appropriately documented, and attendance recorded. The effectiveness of training activities is evaluated by means of appropriate tests.

### **3. CORPORATE CODES**

The Corporate Codes aim to express principles of "ethics" that Nooter/Eriksen S.r.l. recognises as its own and which it requires all Employees, Corporate Bodies, Consultants and Partners to observe; as such they must be considered an integral part of the Model.

Nooter/Eriksen S.r.l. has defined and implemented:

- The Code of Ethics;
- The Anti-Corruption Code.

The Code of Ethics is the reference point for the definition of specific policies (e.g. Quality, Environment, Health and Safety Policy) and company regulations (e.g. Regulations for the management of IT tools and privacy).

The Anti-Corruption Code is the reference point for conducting business according to the principles of loyalty, fairness, transparency, integrity and in full compliance with the laws and the commitments undertaken.

Nooter/Eriksen S.r.l. provides for the distribution of the Codes in order to promote their full application.

## **4. SYSTEM OF DELEGATION OF CORPORATE POWERS**

Nooter/Eriksen S.r.l. has implemented organisational tools based on the following principles:

- A clear description of the reporting lines;
- Knowledge and transparency of the powers allocated within the company and attributed to interested third parties;
- Clear and formal delimitation of roles, with a complete description of the tasks of each corporate function, and of the related powers and responsibilities.

The tools are:

- The Governance Model;
- The Organisational Structure;
- The Management Systems;
- The Management Committee.

### **4.1 GOVERNANCE MODEL**

Governance is based on the following elements:

- The Board of Directors: is granted the broadest powers for the ordinary and extraordinary management of the Company and has all the powers for the implementation and achievement of the corporate purpose. The Board of Directors is made up of 3 members. Each member of the Board of Directors is a Managing Director with powers within the limits allowed by law.
- The Board of Statutory Auditors: is made up of three regular members chosen to meet the requirements of accounting control.
- Accounting control is entrusted by the Board of Directors to an Auditing Company registered with the competent body.

### **4.2 ORGANISATIONAL STRUCTURE**

Nooter/Eriksen S.r.l. currently employs approximately 100 people. The organisational structure is split into the following areas:

- Sales & Marketing
- Purchasing
- Operation
- QHSE
- Administration and Finance

The organisation is formalised by means of the company organisation chart, which is recognized and distributed internally. Delegations of power and means are conferred:

- Within the Board of Directors and recorded in a public deed;
- Within the framework of the Company Management System and recorded in the procedures/instructions of the system itself.

### **4.3 MANAGEMENT SYSTEMS**

Nooter/Eriksen S.r.l. has implemented and certified its own management systems:

- For Quality in compliance with ISO 9001 international standards;
- For Workers' Health and Safety in compliance with OHSAS 18001 standards (pending the availability of a similar ISO standard).

The system of procedures, instructions and records of the management systems constitutes the management foundation of this Model.

### **4.4 MANAGEMENT COMMITTEE**

The functioning and implementation of the organisational-delegation-powers system requires systematic and tracked moments of participation in which specialist contributions flow into a multidisciplinary and shared process of analysis and decision-making. The Management Committee consists of all the top management roles of Nooter/Eriksen S.r.l., meets weekly and this meeting is recorded in the "Meeting Minutes". The collection of "Meeting Minutes" allows the Supervisory Board to remain up to date on the general and job-related situation and to be informed of decisions concerning Sensitive Activities.



## 5. RISK MANAGEMENT

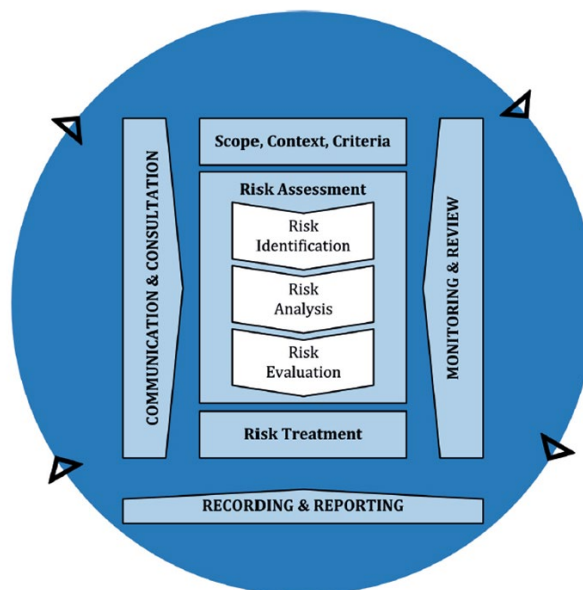
The Decree, in article 6, paragraph 2, indicates the principles for the creation of the Model, in particular letters a) and b) refer expressly to a typical risk management system.

To ensure ongoing integration with the company system, Nooter/Eriksen S.r.l. has introduced into its risk management model the approach inspired by the international standard ISO 31000:2010 "Risk Management. Principles and guidelines".

The ISO 31000 standard provides principles and guidelines for managing all forms of risk in a systemic, transparent, and credible way and within any scope and context. The ISO 31000 standard promotes the synchronization of risk management processes, providing a common approach to support standards that address specific risks and/or sectors, without replacing these standards. The use of a recognised standard allows:

- Internally, to standardise the management of different types of risk;
- Externally, with customers and other stakeholders, to facilitate communication and the sharing of prevention and protection measures.

The risk management process adopted by Nooter/Eriksen S.r.l. is in line with the figure below:



**Figure 1: Risk Management Process - source ISO 31000**

The risk identification and assessment procedures are applied:

- Whenever there is a change in the context in which Nooter/Eriksen S.r.l. operates, such as for example legislative developments or organisational changes;
- Whenever, as a result of evaluations or control activities, (e.g. by the Supervisory Body) the need/willingness arises to confirm the effectiveness of the Model.

## 5.1 CONTEXT AND RISK MAP

Identification of the areas of risk was a central part of the creation of the Model, resulting from the process of census of the company areas at risk and identification of potential risks.

This activity was carried out by considering and analysing the context of the Company, both in terms of its organisational structure and its operations, to highlight in which areas/sectors of activity and in what ways prejudicial events could occur for the offences covered by the Decree.

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### 5.1.1 IDENTIFICATION OF OFFENCES

The offences which may give rise to administrative liability are those expressly listed by the legislator, but not all the offences referred to in Legislative Decree 231/01 are actually relevant to the context of Nooter/Eriksen S.r.l.

In the case of clear non-relevance of the offences contemplated, these are declared as "non-relevant". In particular, the non-relevance of the offences may be attributed to one or more of the following considerations:

- Clear marginality of any real interest or advantage of the company in the commission of the offences ("motive");
- Clear marginality of any real ready and ongoing availability of the resources (infrastructures, skills, financial resources) necessary for the commission of the offences ("means");
- Clear marginality of any real opportunity, occasional and systematic, necessary for the commission of the offences in question ("opportunity").

The analysis carried out led to the judgement of relevance recorded in Annex 1 - "Map of offences".

The Supervisory Board keeps Annex 1 - "Map of offences" up to date and for each category assesses and expresses a judgement of applicability to the Company's situation.

Any update of Annex 1 - "Map of offences" is communicated to the Chief Executive Officer and to all senior management.

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### 5.1.2 IDENTIFICATION OF SENSITIVE ACTIVITIES

Pursuant to article 6 of the Decree, which requires the Entity to identify the activities within the scope of which offences may be committed, Nooter/Eriksen S.r.l. carried out an analysis of all company activities, of the decision-making processes and of the internal control system. The analysis was carried out also with the support of external consultants and professionals, by means of:

- Analysis of relevant internal company documentation;
- Interviews with the managers of individual areas of activity and their direct collaborators;
- Audits of compliance with current legislation.

In identifying the Sensitive Activities, the following information was taken into account:

- The direct risk of commission of the offences set out in the Decree, including, by way of example, "Management of relations with public authorities to obtain authorisations", "Management of public financing", "Management of financial statements", etc.
- The indirect risk arising from activities which, although they are not related to the 231 offence categories, are instrumental to their commission or such that they may expose the organisation to non-compliance and/or litigation.

With this in mind, the entire organisation was investigated, and elements of sensitivity were identified, which can be traced back to:

- Management of business processes and those involving an entire organisational area (Administration, Personnel Management, Commercial, Project Management, etc.);
- Operation of Management Systems involving the whole organisation (Information Assets, Health and Safety, etc.).

Annex 2 "Crime Risk Map" represents all the activities/areas/systems identified; the document is subject to regular updates according to the following changes in circumstances:

- Regulatory updates;
- Organisational and process changes;
- Identification of new elements due to supervisory activities, analysis of anomalies or non-compliance, analysis of spontaneous reports.

The map is kept up to date by the Supervisory Board and is approved by the Managing Director.

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### 5.1.3 RISK ASSESSMENT

Assessment of the risk of offence means the likelihood that Nooter/Eriksen S.r.l. will suffer damages due to the commission of an offence by means of the implementation methods that exploit the vulnerabilities arising from the lack of preventive measures or the inadequate ethical and organisational climate.

The risk of crime is expressed as follows:

$$\text{Crime Risk} = F(\text{Likelihood of Threat} * \text{Vulnerability} * \text{Impact,})$$

as a combination of the following factors:

- Likelihood of the Threat, i.e., the likelihood of an unlawful event occurring: this is the frequency of occurrence of a threat, i.e. an action, activity, process or potential harmful event which, depending on the type of offence, represents a possible way of carrying out the offence;
- Impact, i.e., the potential damage resulting from the commission of an offence: this is the damage resulting from the commission of an offence in terms of sanctions, economic consequences, damage to reputation, as determined by the legislator or depicted;

- Vulnerability Level, i.e., the level of corporate weakness of an ethical or organisational nature: vulnerabilities can be exploited to commit offences and arise from the lack of preventive measures or a negative corporate ethical climate, which make it possible for a threat to occur and the offence to be committed;

Nooter/Eriksen S.r.l. has carried out and keeps up to date its own assessment recorded in Annex 2 "Crime Risk Map".

## **5.2 RISK PREVENTION MANAGEMENT**

Regardless of the type of activity, process and system, the following general management and control principles have been identified:

- Clear and formal assignment of powers and responsibilities, with an exact indication of the limits of exercise in line with the "delegation table" and the positions held within the company organisational chart;
- Segregation of duties by means of an appropriate distribution of responsibilities and provision of adequate levels of authorisation, in order to avoid functional overlaps or operational allocations which concentrate critical activities on a single person;
- Traceability of acts and decisions by means of adequate documentary support that certifies the characteristics and motivations of operations and identifies the persons involved in various ways in the operation;
- Definition of procedures setting out the correct way to carry out activities;
- Transparency in decision-making processes (e.g.: suppliers' requirements, objective criteria for evaluating and selecting staff, etc.).

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### **5.2.1 CRIME PREVENTION PROTOCOL**

The Crime Prevention Protocol (Protocol) is the tool used by Nooter/Eriksen S.r.l. to identify, define and keep the system, area, or sensitive activity under control.

Figure 2 represents the different types of protocol and their main characteristics.

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

CRIME PREVENTION PROTOCOL

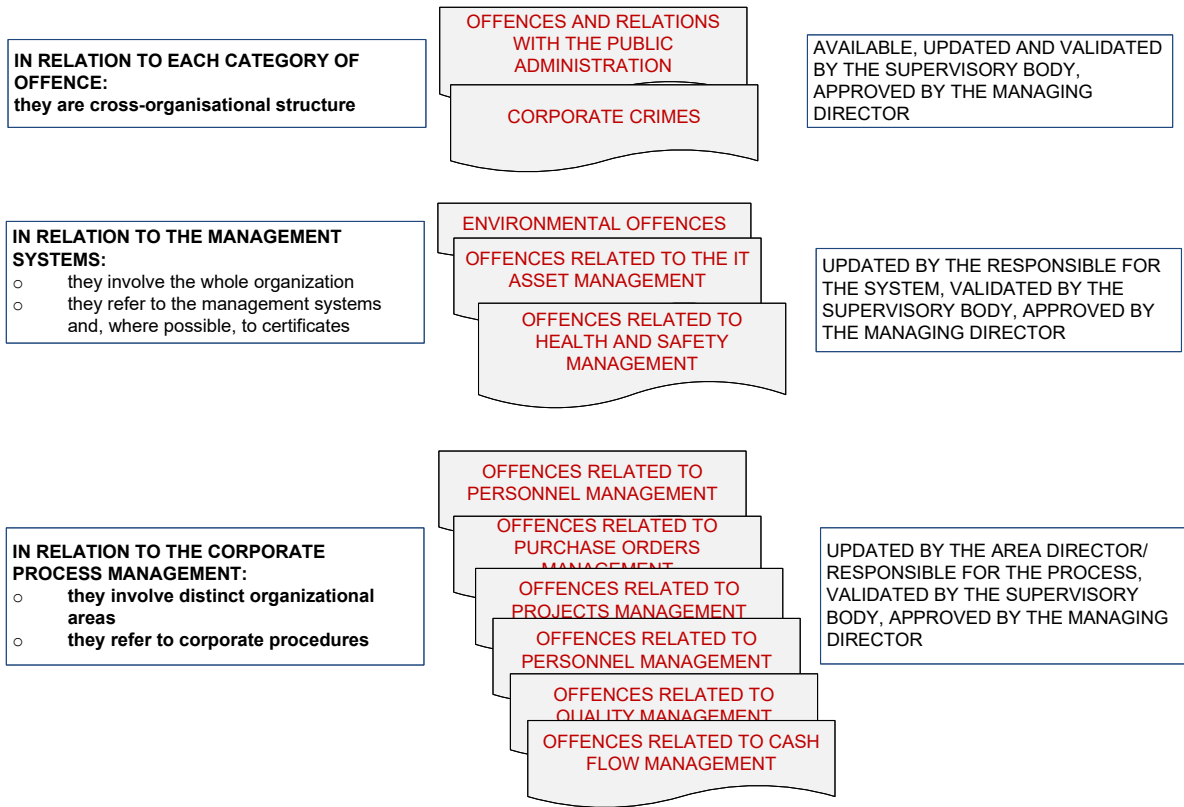


Figure 2: Crime prevention protocol

Table 1 illustrates the standard structure of the Protocol

PROTOCOL CHAPTERS		CONTENTS
1	IDENTIFICATION OF SENSITIVE ACTIVITIES	Describes the procedure followed for identification of the activity and provides indications on the types of risk
2	ACTIVITY DESCRIPTION	Describes and defines the activity and, when available, refers to internal procedures
3	MANAGEMENT AND CONTROL	Identifies powers and responsibilities, authorization levels, and traceability tools
4	BEHAVIOURAL PRINCIPLES	Establishes the ethical principles and required conducts within the specific activity
5	SUPERVISORY BODY ACTIVITIES	Identifies the tasks of the Supervisory Body in relation to the activity; Standardizes the flow of information towards the Supervisory Body
6	TRAINING ACTIVITY	Describes any specific training activities necessary for the correct management of the protocol

Table 1: Standard structure of the Crime prevention protocol

## 6. SUPERVISORY BODY

Article 6 of the Decree establishes that the Corporation is not liable for committed offences if it proves that: *“the duty to supervise the functioning and compliance with the Model and take care of its updating is entrusted to an organ of the Corporation endowed with independent powers of initiative and control”*. The Supervisory Body is therefore a necessary entity, with functions of supervision, endowed with powers of initiative and control; its role is essential, given that it is entrusted with the task of updating the Model and that it bears the responsibility of its correct application.

The Supervisory Body represents one of the key points in the adoption of 231 Models and their effective application. The requirements and activities of the Supervisory Body have altered over time in relation to aspects such as:

- The changing interpretation of and importance attributed to the concept of “independence” of the Supervisory Body;
- New developments in case law regarding corporate liability regime;
- The extension of the list of offences provided for by the Decree (e.g., breach of the occupational health and safety laws, cybercrime, etc.).

### 6.1 REQUIREMENTS OF THE SUPERVISORY BODY

The Decree does not provide specific provisions on the composition and structure of the Supervisory Body. From the entry into force of the Decree however, Courts have dealt with this issue on several occasions. According to case law, the Body must meet requirements of expertise and probity.

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#### 6.1.1 EXPERTISE

Three expertise requirements have been identified and recognized:

- I. Independence;
- II. Professionalism;
- III. Continuity of action.

The **independence** requirement implies that the Supervisory Body cannot be entrusted with operational tasks which could undermine its impartiality at the time of carrying out its supervisory duties; it is preferable that none of the members belong to other Corporate Bodies and that some of them are external collaborators with the necessary expertise and independence.

The professionalism requirement refers to the set of technical and practical skills required to carry out the functions of the Supervisory Body. Confindustria’s guidelines refer to the following skills:

- Knowledge of statistical sampling;
- Knowledge of risk analysis and risk assessment techniques, as well as risk containment measures;

- Flow-charting of procedures and processes for the identification of weak points;
- Knowledge of interview techniques and ability to draft questionnaires;
- A basic knowledge of psychology;
- Knowledge of fraud identification techniques.

The introduction of offences regarding breach of occupational health and safety laws suggests that the ability to assess risk and evaluate certification systems may be included amongst the requirements for the Supervisory Body. In addition, skills in the analysis of control and legal systems and, more specifically, criminal law are also desirable.

With regards to **continuity of action**, the Supervisory Body must act as a point of reference for all Employees.

The Supervisory Body is free to submit its advisory opinion on the structure of the Model, as this is not considered to undermine the independence and the impartiality of the Body.

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### 6.1.2 PROBITY

In addition to these requirements, the Supervisory Body must also meet the following probity requirements:

- Integrity and absence of convictions for any of the offences disciplined by the Decree;
- Absence of conflicts of interest;
- Absence of family relations with members of other Corporate Bodies and of the Board of Directors;
- Absence of public employment relationships with central and/or local public administration.

## **6.2 COMPOSITION OF THE SUPERVISORY BODY**

In line with the provisions of the Decree and in consideration of the specific nature of the sector in which the company operates and its organisational structure, the Board of Directors has entrusted the function of supervising the functioning, observance and updating of the Model to the Supervisory Body, which is a collegial body.

The first phase of introduction and implementation of the Model required the Supervisory Body to (i) closely interact with the other Corporate Bodies capable of correctly interpreting unforeseen situations, (ii) increase the number of sensitive activities and (iii) find the most appropriate ways to communicate the Model to all Recipients.

The second phase of updating and adapting of the Model requires the Supervisory Body to develop greater technical and legal skills in the sensitive areas identified in the Model.

In its selection of the Supervisory Board, Nooter/Eriksen S.r.l. has prioritised the following types of skills:

- Legal, to provide knowledge, understanding and updating of the provisions of the Decree, as well as to monitor case law and provide opinions on the conformity of operations.
- Technical-Managerial, to provide an understanding of processes and methodologies of risk assessment, provide auditing skills and offer an in-depth knowledge of internationally recognized certification requirements (OHSAS 18001, ISO 14001, ISO 9001 etc.).

In addition, to protect the requirement of independence, the Supervisory Body is placed high up within the hierarchy and in a direct reporting line with the Board of Directors.

To guarantee continuity of action, the mandate shall last for at least three years and is renewable.



### 6.3 APPOINTMENT OF THE SUPERVISORY BODY

The Board of Directors appoints the Supervisory Body and, prior to each new appointment, ensures that the new members meet the requirements expressly set out by the Decree; the Board periodically reviews the organisational structure and the powers conferred to the Supervisory Body.

Upon appointment of the Body, the Supervisory Body members' compensation and the annual budget are established.

The Board of Directors can, at any time, revoke the mandate of one or all members of the Supervisory Body, should the requirements of independence, professionalism and continuity of action no longer be met, or should causes of incompatibility arise for one or more members of the Body.

If one of the members of the Supervisory Body is unable to participate in the activities of the Body, the President of the Supervisory Body shall immediately call a meeting of the Board of Directors to appoint of a substitute.

If the impediment does not cease within 30 days, the member is considered definitively substituted.

### 6.4 DUTIES AND POWERS OF THE SUPERVISORY BODY

In compliance with article 6, paragraph 1 of the Decree, the Supervisory Body is entrusted with the task of supervising the functioning and compliance of the models and keeping them up to date.

**In general terms**, the Supervisory Body is entrusted with the following duties:

- Supervision of the Model:
  - To assess the appropriateness of the Model, i.e., its ability to prevent illegal conduct taking place and to detect any offences committed;
  - To evaluate the effectiveness of the Model, i.e., the correspondence of actual conduct to that formally foreseen by the Model;
  - To monitor business activity, as well as the functionality of the overall adopted prevention system, in relation to sensitive areas, by means of regular and additional checks and related follow-ups;
- Updating the Model:
  - To update the Model, proposing, where necessary, amendments to the Board of Directors, Managing Director and competent corporate functions, to improve its suitability and effectiveness, also in consideration of potential legislative changes and/or changes to the organisational structure and/or in the case of serious breaches of the Model;
- Information and training activities:
  - To promote and monitor information and training initiatives, including courses and communications aimed at developing adequate awareness of the Model;
  - To provide timely feedback, also in the form of legal opinions, to any requests for clarifications/advice on the Model from the corporate functions, employees, consultants and administrative and controlling bodies;

- Management of information flows to and from the Supervisory Body:
  - To ensure the timely fulfilment of all the reporting obligations in relation to the Model by the interested individuals;
  - To examine and evaluate all information and/or reports received in relation to compliance with the Model, including any breaches thereof;
  - To inform the Board of Directors and the other Corporate Bodies of the activity they carry out, the relative results and any planned activities;
  - To report any breaches of the Model and the perpetrators and suggest the most appropriate sanction for the particular case;
  - In the case of audits carried out by institutions, including the Public Authority, to provide the necessary supporting information to the inspection bodies.

**In relation to the identified sensitive areas**, each Protocol of Prevention identifies specific supervisory duties for the Supervisory Body.

In order to fulfil the assigned duties, the Supervisory Body is entrusted with all the powers necessary to ensure an accurate and effective supervision of the functioning and the compliance with the Model.

The Supervisory Body, also by means of the available resources, can, for example:

- Carry out, even unannounced, all the checks and investigations deemed necessary to correctly perform its duties;
- Without the need for prior authorization or consent, freely access the Company's archives and documents to obtain any information, data or documentation deemed necessary;
- Arrange, where necessary, for interviews with any human resources who may be able to provide useful indications or information regarding the performance of company activities or any dysfunctions or breaches of the Model;
- Avail, under its own direct supervision and responsibility, of the assistance of all Company structures or external consultants;
- Make use of the allocated financial resources for any requirements necessary for the fulfilment of its duties; the use of the budget is communicated in advance to the Board of Directors.

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#### 6.4.1 OBSTRUCTION OF SUPERVISION DUTIES

If the Supervisory Body believes that the fulfilment of its duties has been impeded or obstructed in any way, it shall inform the Board of Directors in writing.

This information constitutes grounds to urgently call a meeting of the Board of Directors to take the necessary steps.

## 6.5 INFORMATION FLOWS INVOLVING THE SUPERVISORY BODY

### 6.5.1 INFORMATION TO THE SUPERVISORY BODY

All individuals, internal or external to the company, who are obliged to comply with the provisions of the Model, must timely inform the Supervisory Body of the existence of any possible breaches of the same.

In any event, the following information must always be passed on to the Supervisory Body:

A. All information concerning breaches, or potential breaches, of the Model, such as:

- Any instructions received from superiors deemed to be in contrast with the law, internal procedures or the Model;
- Any requests for/offers of money, gifts, or other benefits from, or intended for, Public Officials or persons in charge of a Public Service;
- Any reports concerning a lack or inadequacy of space, equipment or protective devices, as well as any other risk to occupational health and safety, on which the competent corporate functions do not provide timely feedback;
- Any omissions, negligence or misrepresentation in the keeping of accounts or in the conservation of documents on which accounting records are based;
- Any significant deviations from the budget or spending anomalies that emerge from authorization requests during the Management Control finalisation phase;
- Any measures and/or news from the judicial police or any other authority, from which it can be inferred that investigations concerning, even indirectly, the Company, its employees or any members of the corporate bodies are in course;
- Any requests for legal assistance forwarded to the Company by employees pursuant to the provisions of the National Collective Agreement, in the event of initiation of criminal proceedings against them;
- Any information relating to ongoing disciplinary proceedings and any sanctions imposed or the reasons for the dismissal of charges.

B. All information concerning the activities of Nooter/Eriksen S.r.l., the flow of which is foreseen by each "Crime Prevention Protocol", such as:

- The "Meeting Minutes" recording the activities of the "Management Committee";
- "Management Review" reports defined within the scope of certified management systems;
- Any audit reports conducted by Management System Certification Bodies;
- Any information relating to changes within the organization or to existing company procedures;

- Any updates to the System of Delegation of Corporate Powers;
- Periodic reports on occupational health and safety, and in particular the minutes of the periodic meeting pursuant to article 35 of Legislative Decree no. 81/2008, as well as all data relating to any accidents at work that may occur;
- Any communications from the Board of Statutory Auditors or audit company, in relation to any critical issues that have emerged, even if already resolved.

During the course of the investigations that follow the report, the Supervisory Body must act in such a way as to ensure that any individuals involved are not subject to retaliation, discrimination, or penalization, thus guaranteeing the confidentiality of the individual making the report (except when the law provides differently).

In order to facilitate the regular flow of information to the Supervisory Body from any individuals who become aware of breaches, even only potential, of the Model, Nooter/Eriksen S.r.l. has opened up all communication channels and, in particular, created an email account (odv231@ne.com). Reports can also be sent in writing, even anonymously, to the following address:

Nooter/Eriksen S.r.l.  
Organismo di Vigilanza  
Via A. Volta, 50  
21010 Cardano al Campo (VA)

Alternatively, and in compliance with the provisions on the protection of the authors of reports of offences or irregularities, reports may also be submitted using the anonymous channel activated by the company, as specified in the following paragraph.

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### 6.5.2 WHISTLEBLOWING

The entry into force of Law no. 179 of 30 November 2017 on "Whistleblowing" which, amongst other things, amended Article 6 of Legislative Decree 231/2001, introduced specific obligations for the Company at the time of preparing and adopting the Organisational, Management and Control Model.

To meet these requirements, the Model foresees:

- a) One or more channels enabling senior and subordinate persons to submit – to protect the integrity of the company - detailed reports of unlawful conduct (relevant under Legislative Decree 231/2001 and based on specific and congruent facts) or breaches of the Organisational, Management and Control Model, which they have become aware of by virtue of their functions;
- b) At least one other reporting channel which guarantees, by computerised means, the confidentiality of the Whistleblower's identity;
- c) A ban on direct or indirect retaliatory or discriminatory acts against Whistleblowers, for reasons directly or indirectly linked to the report.

The disciplinary system implemented by the Company must involve specific sanctions for any breaches of the measures to protect Whistleblowers, as well as for any individuals who - with malice or gross negligence - make reports that later turn out to be unfounded.

During the investigations that follow the report, the Supervisory Board must act in such a way as to ensure that the persons involved are not subject to retaliation, discrimination or, in any case, penalisation, thus ensuring the confidentiality of the person making the report (unless otherwise required by law).

Nooter Eriksen has activated:

- An e-mail account odv231@nooter.com to which reports can be sent;
- An alternative channel, developed in accordance with the ANAC Guidelines, which guarantees the anonymity of the person making the report.

The company has drawn up and distributed a special policy to all staff, containing instructions on how to proceed with any reports in accordance with the provisions of this paragraph.

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### 6.5.3 INFORMATION FROM THE SUPERVISORY BODY TO OTHER CORPORATE BODIES

The Supervisory Body reports regularly to the Board of Directors.

The Supervisory Body presents to the Board of Directors and the Auditors:

- **Each semester**, a report on the activity carried out (in particular with details of supervisory activity and the specific checks carried out, together with their results, any updates to the list of sensitive activities, etc.);
- **Immediately**, a report on any critical and exceptional circumstances, such as breaches of the principles of the Model, changes in the laws that influence the Model, and in the case of any shortcomings of the Model itself.

The Board of Directors has the power to summon the Supervisory Body, which in turn has the power to ask the President of the Board to summon the Board of Directors and the Board of Statutory Auditors in the case of an emergency.

The Supervisory Body must participate in the meetings of the Board of Directors and the Board of Statutory Auditors, called to examine regular and additional reports from the Supervisory Body and, more generally, to carry out all the activities concerning the Model.

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### 6.5.4 OTHER REPORTING AND MONITORING ACTIVITIES

The Supervisory Body must collaborate with the various corporate functions, and in particular:

- With the heads of the Management Systems in relation to the sharing of operational practices and processes that supplement the Model;
- With the HR corporate function in relation to the distribution of information to employees and disciplinary actions;

## ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

- With other legal consultants in relation to contracts and the fulfilment of the duties set out by the law to prevent the commission of corporate crimes.

For each Protocol of the Model, the specific duties of the Supervisory Body and the related reference persons within the Body shall be identified.

## 7. DISCIPLINARY AND SANCTIONS SYSTEM

### 7.1 CORPORATE MEASURES

The disciplinary system is based on the employer's powers set out in article 2106 of the Italian Civil Code. Any employee conduct in contrast with the provisions explicitly and implicitly established by this Model and the Code of Ethics constitutes a disciplinary offence and is subject to sanction.

Application of the disciplinary sanction system is based only on the breach of the provisions contained in the Model, regardless of the existence of any legal proceedings initiated before a Court in relation to facts that constitute a disciplinary offence, and regardless of its outcome.

The procedures that the employees are required to observe in relation to this Model and the sanctions provided for non-compliance are regulated by Nooter/Eriksen S.r.l. through this Model. Any subsequent instructions will be brought to the attention of the employees by means of notice boards located in different areas within the company, the intranet and by delivery of a hard copy.

Any disciplinary measures against the employees must comply with the procedures provided for by article 7 of Law no. 300/70 (the Workers' Statute).

The adopted disciplinary sanction system foresees sanctions for all infringements of the Model, by means of a system of graduation of the sanction, in accordance with the principle of proportionality between the breach and the sanction imposed.

The disciplinary system is subject to regular checks and evaluation by the Supervisory Body with the contribution of the Departments and Management Systems.

### 7.2 NON-MANAGEMENT EMPLOYEE SANCTIONS

The type and extent of each of the above-mentioned sanctions are defined, also taking into account:

- The intentionality of the behaviour and degree of negligence, also in consideration of the predictability of the event;
- The employee's overall behaviour, with particular attention to any previous disciplinary actions;
- The employee's job description;
- The role of the persons involved in the facts constituting the infringement.

The following disciplinary sanctions for non-management employees are foreseen within the application of the National Collective Agreement, depending on the gravity of the infringement:

- a) **Written warning:** in the case of breach of internal procedures foreseen by the Model or of adoption, in the carrying out of activities in the areas of risk, of conduct which is non-compliant with the provisions of the Model;
- b) **Fine:** in the case, further to the written warning, of continued breaches of the internal procedures foreseen by the Model, or continued adoption, in the carrying out of activities in the areas of risk, of conduct which is non-compliant with the provisions of the Model. The

maximum fine shall be equal to the remuneration for four hours of work. This amount shall be deducted from the salary and devolved to a charitable organisation.

- c) **Suspension from service and suspension of salary:** this sanction applies when the breach of the internal procedures foreseen by the Model or the adoption of conduct that is non-compliant with such provisions or that goes against the interests of Nooter/Eriksen S.r.l., harms the company or puts at risk the integrity of the company's assets. The same disciplinary sanction shall be imposed on employees who, having already been fined, continue to violate the internal procedures foreseen by the Model or in adopting conduct that, in carrying out the activities in the areas at risk, does not comply with the provisions of the Model. The employee can be subject to suspension of full salary for a maximum of ten days.
- d) **Dismissal:** this sanction applies when employees adopt conduct that, in carrying out the activities in the areas at risk, clearly violates the provisions of the Model, such that the company incurs the real risk of being charged with violation of the provisions of the Decree, provided that the employee remains autonomously liable under criminal law. The same disciplinary sanction shall be imposed on employees who, already being subject to suspension, continue to violate the internal procedures provided for by the Model or in adopting conduct that, in carrying out the activities in the areas at risk, does not comply with the provisions of the Model.

Nooter/Eriksen S.r.l. reserves the right to sue for damages caused by any breach of the procedures and behavioural provisions of the Model, in conformity and in accordance with existing laws and National Collective Agreements.

Responsibility for sanctioning power is assigned according to hierarchical line.

Any breaches are reported by Supervisors, contested and defined by Directors and shared with the HR Manager, the Employer and Managing Directors, and then reported to the Supervisory Body.

The Supervisory Body can be called to assess the seriousness of the breach and the appropriateness of the proposed sanction.

### **7.3 MEASURES TOWARDS MANAGERS**

The measure applied to managers is dismissal, pursuant to both article 2119 c.c. and article 22 of the National Collective Agreement for Industrial Companies Managers and applies, in accordance with article 7 of Law no. 300/70 (Workers' Statute), in the case of non-compliant conduct that clearly exposes the company to the risk of being charged for violations, such as:

- Breach of the procedures foreseen by the Model, such as negligence or misconduct in the activity of risk assessment, omitted supervision, omitted transmission or manipulation of data and information towards the Supervisory Body, etc;
- Adoption of conduct that, in carrying out sensitive activities, does not comply with the Code of Ethics, for example when non-transparent relations are established with the Supervising Authority, conflicts of interest in relation to certain clients, suppliers and/or other stakeholders are omitted, confidential information is used or transmitted for aims other than those pursued by the Corporation, competition law provisions concerning relations with suppliers are violated, etc.



The measures applied against the management are defined and communicated by the Managing Directors.

#### **7.4 MEASURES TOWARDS DIRECTORS**

In the case of breach of the Model by members of the Board of Directors, the Supervisory Body shall inform the Board of Statutory Auditors and the entire Board of Directors, who shall take appropriate steps.

Measures against members of the Board of Directors are defined and communicated by the Board itself.

#### **7.5 MEASURES TOWARDS CONSULTANTS AND PARTNERS**

Any breach by Consultants and Partners of the provisions of this Model or the commission of offences disciplined by the Decree will be sanctioned based on the specific contractual provisions, if any, or based on existing laws.

Nooter/Eriksen S.r.l. reserves the right to sue for damages when the violations cause harm, accident and/or injury (for instance, in the case of application of the sanctions provided for by the Decree from the Court).

Measures against Consultants and Partners are proposed by corporate functions that manage the contractual relations, as defined and communicated by the Managing Directors.

#### **7.6 CONTRACTUAL REQUIREMENTS**

The corporate functions must ensure that the following clauses are inserted in all ongoing and future contracts relating to operations included in the sensitive activities:

- The commitment of the parties to comply with Legislative Decree 231;
- The possibility for Nooter/Eriksen S.r.l. to verify compliance with Legislative Decree 231;
- The application of sanctions in the case of violations of Legislative Decree 231;
- The provision of an express termination clause in the event of violation of the provisions of the Model.

In general, and except particular cases, a specific clause has been defined to be inserted into contracts with external Consultants and trade Partners, which meets the requirements indicated above.